

# EXHIBIT C



Dated: March 1, 1989

NORFOLK AND PORTSMOUTH BELT LINE  
RAILROAD COMPANY

NPBL not made a party to this  
Agreement - Copy of Supplemental  
Agreement between Proprietary Companies  
of the Belt Line) AS INFORMATION

AMONG

CSX TRANSPORTATION

and

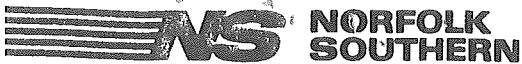
NORFOLK AND WESTERN

and

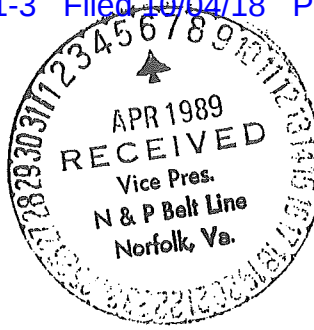
SOUTHERN RAILWAY

Copy of Supplemental Agreement  
between Proprietary Companies, relating  
to the NPBL Operating Agreement No. 1,  
dated July 7, 1897, and No. 267 dated  
February 1, 1924.





Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-2191



Writer's Direct Dial Number

(804) 629-2818

Norfolk, VA - April 5, 1989

Mr. J. M. Donnelly  
Vice President, Secretary and Comptroller  
Norfolk and Portsmouth Belt Line Railroad Company  
P. O. Box 3669  
Norfolk, VA 23514

Dear Mr. Donnelly:

Enclosed for your information is a copy of the Supplemental Agreement dated March 1, 1989, among CSXT, Norfolk and Western, and Southern Railway, relating to the NPBL operating agreement dated July 7, 1897. The parties have agreed that, notwithstanding Article Fourth of the 1897 agreement, CSXT will continue to have the right to appoint two representatives to the NPBL Board of Directors, and NW and Southern will have the right to appoint a total of three representatives.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'J. Gary Lane'.

J. Gary Lane  
General Attorney

Enclosure

*CC L.W. FISHER*

SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT, dated as of March 1, 1989, is between CSX TRANSPORTATION, INC., a Virginia corporation ("CSX"), NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation ("NW"), and SOUTHERN RAILWAY COMPANY, a Virginia corporation ("SR").

WITNESSETH:

WHEREAS, CSX owns 216 shares of the common stock of Norfolk and Portsmouth Belt Line Railroad Company, a Virginia corporation ("NPBL");

WHEREAS, NW and SR each owns 144 shares of the common stock of NPBL;

WHEREAS, CSX, on the one hand, and NW and SR, on the other hand (NW and SR together being hereinafter referred to as "NW/SR"), are successors in interest to railroad companies that were parties to an Agreement dated July 7, 1897 (the "NPBL Agreement"), relating to the ownership and operation of NPBL;

WHEREAS, Article Fourth of the NPBL Agreement provides that the number of directors of NPBL shall always be fixed to correspond to the number of companies owning stock in NPBL;

WHEREAS, as of the date hereof, two of the directors of NPBL are representatives of CSX and three of the directors are representatives of NW/SR, and the parties hereto desire to retain such representation on the board of directors of NPBL ("NPBL Board") notwithstanding the provisions of Article Fourth of the NPBL Agreement;

NOW, THEREFORE, the parties hereto agree as follows:

1. Notwithstanding the first sentence of Article Fourth of the NPBL Agreement, CSX shall have the right to appoint two representatives to the NPBL Board, and NW/SR shall have the right to appoint three representatives to the NPBL Board.

2. Nothing herein shall be deemed to amend, alter, or affect any other provision of the NPBL Agreement.

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IN WITNESS WHEREOF, the parties have caused this Supplemental Agreement to be executed by their duly authorized officers.

CSX TRANSPORTATION, INC.

By: 

~~Vice President~~ Treasurer

NORFOLK AND WESTERN RAILWAY COMPANY

By: 

Vice President

SOUTHERN RAILWAY COMPANY

By: 

Vice President